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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

RITE AID CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**DEBTORS' AMENDED WITNESS AND EXHIBIT LIST FOR
HEARING SCHEDULED FOR JUNE 20, 2024 AT 11:30 AM (ET)**

The Debtors serve this amended Witness and Exhibit List regarding the hearing scheduled for Thursday, June 20, 2024 at 11:30 A.M. (ET) ("Hearing") in connection with the *Debtors'*

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

Motion to Enforce the Sale Order and Compel Performance By MedImpact Healthcare Systems, Inc. Under the MedImpact Asset Purchase Agreement [Docket No. 3664] (“Motion to Enforce”).

The Debtors reserve the right to amend or supplement these lists prior to and during the Hearing, including at the conclusion of the case presented by MedImpact Healthcare Systems, Inc. (“MedImpact”).

DEBTORS’ WITNESSES

The Debtors may call the following witnesses at the Hearing (in alphabetical order):

1. **James Gollaher, Chief Financial Officer, MedImpact:** Mr. Gollaher may testify as an adverse witness regarding the topics set forth in the *Declaration of James Gollaher in response to Debtors’ Motion to Enforce the Sale Order and Compel Performance by MedImpact Healthcare Systems, Inc. Under the MedImpact Asset Purchase Agreement* [Docket No. 3797-1], regarding the negotiations of the deal between the Debtors and MedImpact, the negotiation and substance of Exhibit E, MedImpact’s evaluation of the Elixir business, the diligence that MedImpact conducted on Elixir, MedImpact’s valuation of Elixir, MedImpact’s valuation of Elixir’s net working capital, MedImpact’s April 30, 2024 Closing Working Capital Statement, and other subjects as necessary to address and respond to contentions made by MedImpact (including in connection with ongoing discovery).
2. **Anna Khais, VP of Transition Services and CFO of Elixir Insurance Company:** Ms. Khais may testify regarding the substance of Exhibit E, MedImpact’s April 30, 2024 Closing Working Capital Statement, the Debtors’ operating procedures and accounting practices regarding the amounts in dispute, and other subjects as necessary to address and respond to contentions made by MedImpact (including in connection with ongoing discovery and rebuttal to contentions made by MedImpact, including Mr. Kleinrichert and Mr. Gollaher).
3. **Jeffrey Kirshner, Managing Director, Guggenheim Securities:** Mr. Kirshner may testify regarding the topics set forth in the *Declaration of Jeffrey Kirshner in Support of the Debtors’ Motion to Enforce* [Docket No. 3666], including negotiations of the business deal between the Debtors and MedImpact and regarding Exhibit E, the diligence that MedImpact conducted on Elixir, and other subjects as necessary to address and respond to contentions made by MedImpact (including in connection with ongoing discovery and rebuttal to contentions made by MedImpact, including Mr. Kleinrichert and Mr. Gollaher).
4. **Gary Kleinrichert, Managing Director, Secretariat Advisors, LLC:** Mr. Kleinrichert may testify as an adverse witness regarding the topics set forth in the *Declaration of Gary Kleinrichert in Response to Debtors Motion to Enforce the*

Sale Order and Compel Performance by MedImpact Healthcare Systems, Inc. Under the MedImpact Asset Purchase Agreement [Docket No. 3797-2], as well as other subjects as necessary to address and respond to contentions made by MedImpact (including in connection with ongoing discovery).

5. **Marc Liebman, Managing Director, Alvarez & Marsal North America, LLC (Remote):** Mr. Liebman may testify regarding the topics set forth in the *Declaration of Marc Liebman in Support of the Debtors' Motion to Enforce* [Docket No. 3665], negotiations of the business deal between the Debtors and MedImpact and regarding Exhibit E, the diligence that MedImpact conducted on Elixir, the context of the Debtors' sale of Elixir in the overall restructuring, and other subjects as necessary to address and respond to contentions made by MedImpact (including in connection with ongoing discovery and rebuttal to contentions made by MedImpact, including Mr. Kleinrichert and Mr. Gollaher).
6. One or more members of the Debtors' management team, Guggenheim Securities, or Alvarez & Marsal North America, LLC, as necessary to rebut contentions made by MedImpact.
7. One or more members of the MedImpact's management team, UBS, BDO, or Secretariat Advisors, LLC, as necessary to rebut contentions made by MedImpact.
8. Any witness on MedImpact's witness list.
9. Any witness called by any other party.
10. Any witness necessary to authenticate or otherwise lay foundation for documents or information.

The Debtors reserve the right to call any witness identified by any other party, cross examine any witness called by another party, and call impeachment witnesses as necessary. The Debtors reserve the right to ask the Court to take judicial notice of filings, orders, and notices on its docket for the Debtors' ongoing chapter 11 proceedings. The Debtors reserve the right to supplement or amend this witness list and to identify additional witnesses prior to the conclusion of the Hearing, including at the conclusion of MedImpact's case.

DEBTORS' EXHIBITS

A list of exhibits on which the Debtors may rely at the Hearing is set forth below.

Ex. #	Document Date	Description	Start Bates	End Bates
1.	5/30/2024	Declaration of J. Kirshner ISO Motion to Enforce [Docket No. 3666]		
2.	5/30/2024	Declaration of M. Liebman ISO Motion to Enforce [Docket No. 3665]		
3.	1/31/2024	MedImpact APA (execution copy), Motion to Enforce Ex. 2 [Docket No. 3664]		
4.	10/15/2023	Exhibit E to MedImpact APA, Motion to Enforce Ex. 3 [Docket No. 3664]		
5.	10/15/2023	Exhibit E to MedImpact APA (Excel)		
6.	2/1/2024	Transition Services Agreement ("TSA"), Motion to Enforce Ex. 4 [Docket No. 3664]		
7.	2/1/2024	Schedule B to the TSA ("Reverse TSA"), Motion to Enforce Ex. 4 at p.38 [Docket No. 3664]		
8.	2/1/2024	Amendment No. 8 to Revised and Restated Pharmacy Benefit Management Services Agreement, by and between MedImpact Healthcare System, Inc., and Elixir Insurance Company ("ROI Agreement"), Motion to Enforce Ex. 5 [Docket No. 3664]		
9.	12/21/2023	Notice of Successful Bidder and Cancellation of Auction		

Ex. #	Document Date	Description	Start Bates	End Bates
		Solely with respect to Elixir Assets [Docket No. 1145]		
10.	1/3/24	Notice of (I) Proposed Assumed and Assigned Executory Contracts and Unexpired Leases, (II) Proposed Cure Payments, and (III) Proposed Elixir Stalking Horse APA, Each Solely with Respect to Elixir Assets [Docket No. 1155]		
11.	1/17/24	Sale Order Approving the MedImpact APA [Docket No. 1510]		
12.	8/11/2023	Project Poet DRAFT FDD Spreadsheet	DEBTORS-MI-00006221	DEBTORS-MI-00006221
13.	8/11/2023	Project Poet DRAFT FDD Report	DEBTORS-MI-00006222	DEBTORS-MI-00006258
14.	8/21/2023	Project Poet DRAFT FDD Spreadsheet	DEBTORS-MI-00006217	DEBTORS-MI-00006217
15.	9/5/2023	Project Poet - Draft FDD Report_09.05.23 addendum	DEBTORS-MI-00006173	DEBTORS-MI-00006173
16.	9/8/2023	J. Chan (UBS) Email re MedImpact Indication of Interest (“IOI”)	DEBTORS-MI-00005514	DEBTORS-MI-00005514
17.	9/8/2023	MedImpact IOI Letter	DEBTORS-MI-00005515	DEBTORS-MI-00005516
18.	9/21/2023	3.2.1.3.1 Project Poet - NWC Spreadsheet	DEBTORS-MI-00005648	DEBTORS-MI-00005648
19.	9/29/2023	Moody’s Rating Action Assigns B2 CFR to MI	DEBTORS-MI-00005705	DEBTORS-MI-00005710
20.	9/30/2023	C. Taylor (UBS) Email re “Project Poet Diligence Process (Guggenheim / BDO QoE & FDD)”	DEBTORS-MI-00005543	DEBTORS-MI-00005548

Ex. #	Document Date	Description	Start Bates	End Bates
21.	9/30/2023	BDO FDD Discussion Agenda	DEBTORS-MI-00005549	DEBTORS-MI-00005551
22.	9/30/2023	BDO QOE Spreadsheet	DEBTORS-MI-00005552	DEBTORS-MI-00005552
23.	10/3/2023	3.2.1.3.3_Project Poet - DRAFT NWC Analysis Spreadsheet	DEBTORS-MI-00005993	DEBTORS-MI-00005993
24.	10/4/2023	J. Chan (UBS) Email re "Project Poet - MedImpact APA Markup"	DEBTORS-MI-00003399	DEBTORS-MI-00003400
25.	10/10/2023	J. Chan (UBS) Email re "Poet - NWC/Purchase Price Walk Call"	DEBTORS-MI-00002123	DEBTORS-MI-00002124
26.	10/10/2023	Project Poet- Purchase Price Walkthrough_S_v3.xlsx	DEBTORS-MI-00002125	DEBTORS-MI-00002125
27.	10/12/2023	B. Chow (Guggenheim) Email re "Project Poet Legal Due Diligence"	MedImpact_0008094	MedImpact_0008094
28.	10/12/2023	Project Poet Diligence Request Tracker - 10.12.2023_vSent	MedImpact_0008095	MedImpact_0008095
29.	10/13/2023	B. Chow (Guggenheim) Email re "Project Poet Key Outstanding Requests"	DEBTORS-MI-00001986	DEBTORS-MI-00001987
30.	10/13/2023	Elixir AR Summary 2023.10.09 1400 Spreadsheet	DEBTORS-MI-00001988	DEBTORS-MI-00001988
31.	10/13/2023	Project Poet - 8.31 Consolidated AP (9.29.23 v.Ext)	DEBTORS-MI-00001989	DEBTORS-MI-00001989
32.	10/14/2023	C. Taylor (UBS) Email re "RE: Project Poet: Critical Requests"	DEBTORS-MI-00006053	DEBTORS-MI-00006109
33.	10/14/2023	Poet - Rebate Liability by Year Spreadsheet	DEBTORS-MI-00006110	DEBTORS-MI-00006110

Ex. #	Document Date	Description	Start Bates	End Bates
34.	10/27/2023	T. Toronto (MedImpact) Email re “Poet”	DEBTORS-MI-00005925	DEBTORS-MI-00005927
35.	10/15/2023	BDO, Project Poet DRAFT Financial Due Diligence Report	DEBTORS-MI-00005928	DEBTORS-MI-00005982
36.	12/31/2023	MI OpCo Holdings, Inc. Combined Guarantor Financial Statements	DEBTORS-MI-00005722	DEBTORS-MI-00005828
37.	12/31/2023	MI OpCo Holdings 2023 Annual Report	DEBTORS-MI-00005643	DEBTORS-MI-00005647
38.	1/29/2024	S. Toth (K&E) Email re “Elixir APA Estimated Closing Working Capital Statement”	DEBTORS-MI-00003394	DEBTORS-MI-00003394
39.	1/29/2024	MedImpact APA Estimated Closing Funds Flow Spreadsheet	DEBTORS-MI-00003395	DEBTORS-MI-00003395
40.	1/29/2024	MedImpact APA Estimated Closing NWC Calculation Spreadsheet	DEBTORS-MI-00003396	DEBTORS-MI-00003396
41.	1/30/2024	S. Toth (K&E) Email re “Elixir APA Estimated Closing Working Capital Statement”	DEBTORS-MI-00005118	DEBTORS-MI-00005120
42.	1/30/2024	Estimated Consolidated Cure Costs Spreadsheet	DEBTORS-MI-00005121	DEBTORS-MI-00005121
43.	1/30/2024	S. Toth (K&E) Email re “Rite Aid--Pharmacies”	DEBTORS-MI-00005345	DEBTORS-MI-00005346
44.	1/31/2024	Email re A&M Estimated Closing NWC	DEBTORS-MI-00005531	DEBTORS-MI-00005535
45.	1/31/2024	Exhibit E Q&A Spreadsheet	DEBTORS-MI-00005536	DEBTORS-MI-00005536
46.	1/31/2024	Q1-3 October November Billing Spreadsheet	DEBTORS-MI-00005539	DEBTORS-MI-00005539

Ex. #	Document Date	Description	Start Bates	End Bates
47.	1/31/2024	FY22-24 ROI MTK Commercial Liability Spreadsheet	DEBTORS-MI-00005537	DEBTORS-MI-00005537
48.	1/31/2024	Poet - Rebate Liability by Year Spreadsheet	DEBTORS-MI-00005538	DEBTORS-MI-00005538
49.	1/31/2024	S. Toth (K&E) Email re “APA Amendment No. 15”	DEBTORS-MI-00003914	DEBTORS-MI-00003923
50.	2/1/2024	S. Toth (K&E) Email re “Elixir APA Estimated Closing Working Capital Statement”	DEBTORS-MI-00005337	DEBTORS-MI-00005337
51.	4/30/2024	S. Layfield (DLA) Email re “Project Poet: Closing Working Capital Statement”	MedImpact_0012196	MedImpact_0012196
52.	4/30/2024	MedImpact’s Closing Working Capital Statement (PDF)	MedImpact_0012197	MedImpact_0012227
53.	4/30/2024	MedImpact’s Closing Working Capital Calculation Spreadsheet	MedImpact_0012228	MedImpact_0012228
54.	5/24/2024	MedImpact’s Responses to Debtors’ Preliminary Information Request re Purchaser’s Closing Working Capital Statement	DEBTORS-MI-00006158	DEBTORS-MI-00006165
55.	6/11/2024	Debtors’ Follow-Up Information Request re Purchaser’s Closing Working Capital Statement	DEBTORS-MI-00006166	DEBTORS-MI-00006172
56.	6/14/2024	Debtors’ Statement of Objections re Purchaser’s Closing Working Capital Statement Delivered to Sellers on April 30, 2024		
57.	6/14/2024	Debtors’ Statement of Objections Attachment A, Cash Payment Determination		

Ex. #	Document Date	Description	Start Bates	End Bates
58.	6/14/2024	Debtors' Statement of Objections Attachment B, Working Capital Calculation		
59.	6/14/2024	Debtors' Statement of Objections Attachment C, Listing of Purchaser's Erroneous Adjustments		
60.	6/14/2024	MedImpact's Responses & Objections to the Debtors' Interrogatory Requests		
61.	6/14/2024	MedImpact's Responses & Objections to the Debtors' Requests for Admission		
62.	6/14/2024	The Debtors' Responses & Objections to MedImpact's Interrogatory Requests		
63.	6/14/2024	The Debtors' Responses & Objections to MedImpact's Requests for Admission		
64.	12/24/2014	Walmart PPA Agreement	DEBTORS-MI-00005555	DEBTORS-MI-00005605
65.	10/10/2023	J. Chan (UBS) Email re: "Poet-NWC/Purchase price Walk Call"	MedImpact_0027765	MedImpact_0027765
66.	10/17/2023	Interim DIP Order [Docket No. 120]		
67.	12/22/2023	Final DIP Order [Docket No. 1159]		
68.	10/3/2023	DLA Piper Draft APA By and Among MedImpact and Hunter Lane, LLC	DEBTORS-MI-00003401	DEBTORS-MI-00003525
69.	10/11/2023	K&E Draft APA By and Among MedImpact and Hunter Lane, LLC	DEBTORS-MI-00004885	DEBTORS-MI-00005008

Ex. #	Document Date	Description	Start Bates	End Bates
70.	10/12/2023	S. Toth Email re: “Elixir – APA”	DEBTORS-MI-00004883	DEBTORS-MI-00004884
71.	10/13/2023	DLA Piper Draft APA By and Among MedImpact and Hunter Lane, LLC	DEBTORS-MI-00001457	DEBTORS-MI-00001574
72.	10/14/2023	S. Toth Email re: “Elixir – APA”	DEBTORS-MI-00001101	DEBTORS-MI-00001103
73.	10/14/2023	K&E Draft APA By and Among MedImpact and Hunter Lane, LLC	DEBTORS-MI-00001104	DEBTORS-MI-00001223
74.	10/14/2023	S. Layfield Email re: “Elixir – APA”	DEBTORS-MI-00001339	DEBTORS-MI-00001341
75.	10/15/2023	S. Layfield Email re: “Elixir – APA”	DEBTORS-MI-00000631	DEBTORS-MI-00000635
76.	10/15/2023	DLA Piper Draft APA By and Among MedImpact and Hunter Lane, LLC	DEBTORS-MI-00000749	DEBTORS-MI-00000865
77.	6/12/2024	J. Torosian Letter to Chambers [Docket No. 3763]		
78.	1/3/2024	Monthly Operating Report [Docket No. 1253]		
79.	6/5/2024	M. McKane Letter to Chambers re: MedImpact’s 6/4 Submission [Docket No. 3705]		
80.	6/13/2024	M. McKane Letter to Chambers re: MedImpact’s 6/12 Letter [Docket No. 3765]		
81.	5/9/2024	Supplemental Objection of Pharmacies [Docket No. 3386]		
82.	4/21/2024	MedImpact Reservation of Rights [Docket No. 2961]		
83.	5/9/2024	Pharmacies Lift Stay Motion [Docket No. 3384]		

Ex. #	Document Date	Description	Start Bates	End Bates
84.	4/16/2024	Pharmacies Objection [Docket No. 2858]		
85.	2/23/2024	MedImpact APA Closing NWC Calculation Actuals Spreadsheet	MedImpact_0026827	MedImpact_0026827
86.	10/11/2023	J. Vierig Email re: Project Poet FDD Report	MedImpact_0027975	MedImpact_0027979
87.	10/16/2023	10/16 BofA MedImpact transaction summary	DEBTORS-MI-00005901	DEBTORS-MI-00005907
88.	3/31/24	MI Opco Holdings Quarterly Report		
89.		<i>[Deposition exhibits to the extent not otherwise listed above, including in connection with ongoing exhibits]</i>		
90.		<i>[Exhibits attached to the Debtors' reply brief, if any, to the extent not otherwise listed above]</i>		

The Debtors reserve the right to supplement and amend this Exhibit List, including to add and/or remove documents prior to the conclusion of the Hearing, including in response to pre-hearing filings, requests for judicial notice, exhibit lists, and/or demonstratives, as well as the evidence and arguments that may be presented by other parties at the Hearing. The Debtors further reserve the right to add documents or evidence used for impeachment, rebuttal, and/or refreshing recollection. By including a document on this Exhibit List, the Debtors do not agree or admit that a document or category of documents is admissible for any or all purposes. The Debtors reserve the right to object if MedImpact seeks to introduce into evidence exhibits that the Debtors have identified.

RESERVATION OF RIGHTS

The Debtors reserve the right to call or introduce one or more, or none, of these witnesses or exhibits listed above at the Hearing. The Debtors also reserve the right to supplement, add to, subtract from, or otherwise amend this Witness and Exhibit List at any time prior to the conclusion of the Hearing, including at the conclusion of MedImpact's case.

[Signature page follows.]

Dated: June 19, 2024

/s/ Michael D. Sirota

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